



DEPARTMENT OF ENERGY

Cameron LNG, LLC	[FE Docket No. 11-145-LNG]
Cameron LNG, LLC	[FE Docket No. 11-162-LNG]
Cameron LNG, LLC	[FE Docket No. 14-204-LNG]
Cameron LNG, LLC	[FE Docket No. 15-36-LNG]
Cameron LNG, LLC	[FE Docket No. 15-67-LNG]
Cameron LNG, LLC	[FE Docket No. 15-90-LNG]
Cameron LNG, LLC	[FE Docket No. 19-62-LNG]
Ecogas Mexico, S. de R.L. de C.V.	[FE Docket No. 19-45-NG]
ECA Liquefaction, S. de R.L. de C.V.	[FE Docket No. 18-144-LNG]
Energía Costa Azul, S. de R.L. de C.V.	[FE Docket No. 18-145-LNG]
Port Arthur LNG, LLC	[FE Docket No. 15-53-LNG]
Port Arthur LNG, LLC	[FE Docket No. 15-96-LNG]
Port Arthur LNG, LLC	[FE Docket No. 18-162-LNG]
Port Arthur LNG Phase II, LLC	[FE Docket No. 20-23-LNG]
Sempra Gas & Power Marketing, LLC	[FE Docket No. 20-43-NG]
Sempra LNG International, LLC	[FE Docket No. 19-65-LNG]
Sempra LNG Marketing, LLC	[FE Docket No. 20-52-LNG]
Termoelectrica de Mexicali, S. de R.L. de C.V.	[FE Docket No. 20-145-NG]
Vista Pacifico LNG, S.A.P.I de C.V.	[FE Docket No. 20-153-LNG]

Change in Control

AGENCY: Office of Fossil Energy, Department of Energy.

ACTION: Notice of change in control.

SUMMARY: The Office of Fossil Energy (FE) of the Department of Energy (DOE) gives notice of receipt of a Statement of Change in Control filed jointly on April 30, 2021 (Statement) (as supplemented on May 3 and May 19, 2021) by the following entities: Cameron LNG, LLC; Ecogas Mexico, S. de R.L. de C.V.; ECA Liquefaction, S. de R.L. de C.V.; Energía Costa Azul, S. de R.L. de C.V.; Port Arthur LNG, LLC; Port Arthur LNG Phase II, LLC; Sempra Gas & Power Marketing, LLC; Sempra LNG International, LLC; Sempra LNG Marketing, LLC; Termoelectrica de Mexicali, S. de R.L. de C.V.; and Vista Pacifico LNG, S.A.P.I de C.V. (collectively, Authorization Holders) in the above-referenced dockets. The Authorization Holders are all affiliates of Sempra Energy (Sempra). The Statement, as supplemented, describes a change in the Authorization Holders' upstream ownership. The Statement was filed under the Natural Gas Act (NGA).

DATES: Protests, motions to intervene, or notices of intervention, as applicable, and written comments are to be filed electronically as detailed in the **Public Comment Procedures** section no later than 4:30 p.m., Eastern time, **[INSERT DATE 15 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*]**.

ADDRESSES:

Electronic Filing by email:

fergas@hq.doe.gov

Although DOE has routinely accepted public comment submissions through a variety of mechanisms, including postal mail and hand delivery/courier, the Department has found it necessary to make temporary modifications to the comment submission process in light of the ongoing Covid-19 pandemic. DOE is currently accepting only electronic submissions at this time. If a commenter finds that this change poses an undue hardship, please contact Office of Fossil Energy staff at (202) 586-2627 or (202) 586-4749 to discuss the need for alternative arrangements. Once the Covid-19 pandemic health emergency is resolved, DOE anticipates resuming all of its regular options for public comment submission, including postal mail and hand delivery/courier.

FOR FURTHER INFORMATION CONTACT:

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SUPPLEMENTARY INFORMATION:

Summary of Change in Control

The Authorization Holders state that the upstream ownership change described in the Statement is the result of the acquisition (Transaction) by KKR Pinnacle Aggregator L.P. (KKR Pinnacle), a subsidiary of KKR & Co. Inc. (together with its subsidiaries, KKR), of a non-controlling 20% interest in the equity of the reorganized Sempra Global Holdings, LP (Sempra Global), a subsidiary of Sempra.

According to the Authorization Holders, the Transaction is part of a series of integrated transactions involving Sempra's portfolio of Northern American energy infrastructure projects. Prior to the closing of the Transaction, Sempra will conduct an internal reorganization to consolidate the assets of its liquefied natural gas (LNG) business and its ownership in Infraestructura Energética Nova, S.A.B. de C.V. (IEnova) under Sempra Global, which will be renamed Sempra Infrastructure Partners (SIP). The Authorization Holders state that, as part of the integrated transactions, on April 26, 2021, Sempra launched a stock-for-stock exchange offer with the intent of acquiring the outstanding shares in IEnova that it does not currently own.

Following the reorganization and consummation of the Transaction, KKR Pinnacle will own a 20% non-controlling equity interest in SIP. Post-consummation, Sempra will maintain control of SIP as the 80% owner, with KKR Pinnacle having certain minority protections.

Additional details can be found in the Statement and related supplements, posted on the DOE/FE website at:

<https://www.energy.gov/sites/default/files/2021-05/Sempra%20CIC%20Statement%20%284.30.2021%29.pdf>;
<https://www.energy.gov/sites/default/files/2021-05/Sempra%20Supplement%20to%20CIC%20Statement%20%285.3.2021%29%20%28002%29.pdf>;

<https://www.energy.gov/sites/default/files/2021-05/Supplemental%20Service%20re%20CIC%20Statement%20%285.19.2021%29.pdf>.

DOE/FE Evaluation

DOE/FE will review the Statement, as supplemented, in accordance with its Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Procedures).¹ Consistent with the CIC Procedures, this notice addresses the Authorization Holders' various existing authorizations to export LNG to non-free trade agreement (non-FTA) countries, as identified in the Statement.² If no interested person protests the change in control and DOE takes no action on its own motion, the proposed change in control will be deemed granted 30 days after publication in the *Federal Register*. If one or more protests are submitted, DOE will review any motions to intervene, protests, and answers, and will issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorizations inconsistent with the public interest.

Public Comment Procedures

Interested persons will be provided 15 days from the date of publication of this notice in the *Federal Register* to move to intervene, protest, and answer the Authorization Holders' Statement, as supplemented.³ Protests, motions to intervene, notices of intervention, and written comments are invited in response to this notice only as to the change in control described in the Statement, as supplemented. All protests, comments, motions to intervene, or notices of intervention must meet the requirements specified by DOE's regulations in 10 CFR part 590.

As noted, DOE is only accepting electronic submissions at this time. Please email the filing to fergas@hq.doe.gov. All filings must include a reference to "FE Docket Nos. 11-145-LNG, et

¹ 79 FR 65541 (Nov. 5, 2014).

² The Authorization Holders' Statement also applies to: (1) their various existing authorizations to export LNG to FTA countries, and (2) their various pending applications to export LNG to FTA and/or non-FTA countries, both as identified in the Statement. DOE/FE will respond to those portions of the Statement separately pursuant to the CIC Procedures, 79 FR 65542.

³ Intervention, if granted, would constitute intervention only in the change in control portion of these proceedings, as described herein.

al.” in the title line, or “Cameron LNG, LLC, *et al.* Change in Control” in the title line.

PLEASE NOTE: Please include all related documents and attachments (e.g., exhibits) in the original email correspondence. Please do not include any active hyperlinks or password protection in any of the documents or attachments related to the filing. All electronic filings submitted to DOE must follow these guidelines to ensure that all documents are filed in a timely manner. Any hardcopy filing submitted greater in length than 50 pages must also include, at the time of the filing, a digital copy on disk of the entire submission.

The Authorization Holders’ Statement, the supplements thereto, and any filed protests, motions to intervene, notices of intervention, and comments will be available electronically by going to the following DOE/FE Web address: <https://www.energy.gov/fe/services/natural-gas-regulation>.

Signing Authority

This document of the Department of Energy was signed on June 2, 2021, by Amy R. Sweeney, Director, Office of Regulation, Analysis, and Engagement, Office of Oil and Natural Gas, pursuant to delegated authority from the Secretary of Energy. That document with the original signature and date is maintained by DOE. For administrative purposes only, and in compliance with requirements of the Office of the Federal Register, the undersigned DOE Federal Register Liaison Officer has been authorized to sign and submit the document in electronic format for publication, as an official document of the Department of Energy. This administrative process in no way alters the legal effect of this document upon publication in the *Federal Register*.

Signed in Washington, DC, on June 2, 2021.

Treena V. Garrett,

Federal Register Liaison Officer,

U.S. Department of Energy.

